

**RESOLUTIONS OF GOVERNING BODY**

**LESSEE: Warrick County**

Master Equipment Lease/Purchase Agreement dated May 1, 2009

At a duly called meeting of the governing body of Lessee held in accordance with all applicable legal requirements, including open meeting laws, on the 8th day of JUNE, 2009 the following resolution was introduced and adopted.

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER EQUIPMENT LEASE/PURCHASE AGREEMENT, AND RELATED INSTRUMENTS, AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.**

**WHEREAS**, the governing body of Warrick County ("Lessee") has determined that a true and very real need exists for the equipment (the "Equipment") described in the Master Equipment Lease/Purchase Agreement (the "Agreement") presented to this meeting; and

**WHEREAS**, Lessee has taken the necessary steps, including those relating to any applicable legal bidding requirements, to arrange for the acquisition of the Equipment, and

**WHEREAS**, Lessee proposes to enter into the Agreement substantially in the form presented in this meeting;

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF LESSEE AS FOLLOWS:**

**Section 1. BEST INTERESTS OF LESSEE.** It is hereby found and determined that the terms of the Agreement in the form presented to this meeting and incorporated in this resolution are in the best interests of Lessee for the acquisition of the Equipment.

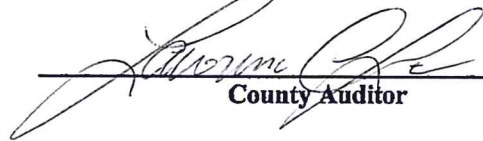
**Section 2. AUTHORIZATION.** The Agreement is hereby approved. The President, Board of Commissioners of Lessee and other officers of Lessee who shall have power to execute contracts on behalf of Lessee be, and each of them hereby is, authorized to execute, acknowledge and deliver the Agreement with any changes, insertions and omissions therein as may be approved by the officer(s) who execute the Agreement, such approval to be conclusively evidenced by such execution and delivery of the Agreement. The County Auditor of the Lessee and any other officers of Lessee who shall have power to do so be, and each of them hereby is, authorized to affix the official seal of Lessee to the Agreement and attest the same.

**Section 3. EXECUTION OF DOCUMENTS.** The proper officer(s) of Lessee be, and each of them hereby is, authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do or cause to be done any and all other acts and things necessary or proper for carrying out this resolution and the Agreement.

**Section 4. DESIGNATION AS QUALIFIED TAX-EXEMPT OBLIGATION.** Lessee hereby designates the Agreement as a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986 as amended.

**Section 5. EFFECTIVE DATE.** This Resolution shall take effect immediately. The undersigned certifies that the above resolution has not been repealed or amended and remains in full force and effect, and further certifies that the above and foregoing Agreement is the same as presented at said meeting of the governing body of Lessee.

Seal:

  
County Auditor

I hereby certify that I am the President, Board of Commissioners of said governing body and that the foregoing is a correct copy of the resolution passed as therein set forth, and that the same is now in full force.

**LESSEE:**

By: 

Name: Don Williams

Title: President, Board of Commissioners